

INSTRUCTIONS FOR USE OF PURCHASER ELIGIBILITY CERTIFICATION
(1997 PCM1 Loan Sale)

The Purchaser Eligibility Certification (the "Certification") is to be completed by ALL potential purchasers of assets from the Division of Resolutions and Receiverships of the Federal Deposit Insurance Corporation ("Potential Purchaser") prior to submission of an offer to purchase. The purpose of the Certification is to identify potential purchasers who are not eligible to purchase assets from the FDIC. Accordingly, completion of the Certification, without modification, is a prerequisite to, and requirement of, sale of an asset by the FDIC. Unless a waiver has been granted, any Potential Purchaser who is unwilling or unable to complete truthfully the Certification will not be eligible to purchase assets. Any requests for waivers must be submitted in writing to the following:

Federal Deposit Insurance Corporation
801 Seventeenth Street, N.W.
Washington, D.C. 20429
Attention: Karen L. Williams
Facsimile: 202-416-2440

Below is a brief summary of the requirements of the Certification. FOR COMPLETE TERMS, A POTENTIAL PURCHASER MUST REVIEW THE CERTIFICATION ITSELF AND MAY NOT RELY ON THIS SUMMARY TO DETERMINE IF THE PURCHASER IS ELIGIBLE TO PURCHASE ASSETS. The Certification requires a Potential Purchaser to certify that:

The Potential Purchaser is not an employee or Family Member of an employee of the FDIC;

Neither the Potential Purchaser nor any Associated Person is prohibited by statute (12 U.S.C. 1821(p) text in Exhibit B of Certification) from purchasing assets;

Neither Potential Purchaser nor any Associated Person has, nor is associated with any person that has, an outstanding obligation to the FDIC which is in default (obligation does not include a debt that has been sold or transferred by the FDIC or otherwise fully resolved). It must be currently held by the FDIC including an unsatisfied final judgment and any obligation that may have been discharged by a court in bankruptcy without the agreement of the FDIC);

Neither Potential Purchaser nor any Associated Person has been found or alleged to have (i) violated federal banking law or defaulted on certain written agreements with banking agencies or insured institutions or (ii) engaged in an unsafe or unsound practice in conducting the affairs of, or to have breached a duty owed to, the institution whose assets are to be sold;

Neither Potential Purchaser nor any Associated Person has (i) engaged in certain acts intended to cause a loss to the institution whose assets are to be sold or (ii) defaulted on certain loans to such institution in the aggregate amount of \$50,000 or more;

If FDIC financing will be given, neither Potential Purchaser nor any Associated Person has had an obligation to the FDIC which was released with forgiveness of debt;

The Potential Purchaser and any Associated Person who is a Contractor has received a waiver permitting Potential Purchaser to purchase FDIC assets;

If the Potential Purchaser or any Associated Person is a former director or officer of a failed insured depository institution, he or she is in compliance with any FDIC judgment or restitution order.

Neither Potential Purchaser nor any Associated Person has been removed from, or prohibited from participating in, the affairs of the depository institution whose assets are offered for sale.

A Potential Purchaser must also certify that it (1) is not purchasing assets for resale to a person who would not be able to make the required certifications and (2) has not structured the transaction in a manner designed to circumvent the restrictions of the Certification.

PURCHASER ELIGIBILITY CERTIFICATION
(1997 PCM1 Loan Sale)

THIS CERTIFICATION is made to the Federal Deposit Insurance Corporation in the capacity set forth in Exhibit A (the "Seller") in connection with the proposed purchase of certain assets, as identified in Exhibit A, from Seller (the "Transaction"), by the undersigned ("Potential Purchaser").

I. Capitalized terms used herein and not otherwise defined shall have the following meaning:

A. "Associated Person" of an entity or individual shall mean (i) a Management Official, managing or general partner, or director of the entity, (ii) any beneficial owner who (A) acting individually or in concert with one or more entities or individuals, owns or controls 25% or more of the entity or (B) otherwise controls the entity's management or policies, or (iii) any Family Member of the individual.

B. "Contractor" shall mean an individual or entity, including a subcontractor, that (i) has or had a contractual relationship or arrangement with the FDIC to perform services, or (ii) had a contractual relationship or arrangement with the RTC to perform services.

C. "Depository Institution" shall mean any insured depository institution(s) for which the FDIC was appointed receiver, one or more assets of which are proposed to be sold in the Transaction.

D. "Family Member" of a person shall mean that person's spouse or dependent child or any member of that person's immediate household.

E. "FDIC" shall mean the Federal Deposit Insurance Corporation.

F. "Management Official" shall mean an individual within an organization who has substantial responsibility for the direction and control of the organization's policies and operations.

G. "Obligation" shall mean any debt or duty owed to the FDIC or the Depository Institution pursuant to a written agreement of which an Obligor is in default, including, without limitation, (i) any obligation to pay money to the Depository Institution or the FDIC, which obligation currently is not performing in accordance with the terms thereof (including any modifications thereto), (ii) any unsatisfied final judgment, (iii) any debt or duty that may have been discharged by a court in bankruptcy without the agreement of the FDIC or RTC and (iv) any guarantee of any Obligation. For purposes of this definition, an Obligation does not include (a) any debt or obligation that previously has been sold or transferred by the FDIC or RTC and in which the FDIC retains no interest or (b) any Settled Obligation.

H. "Obligor" shall mean any individual, corporation or other entity that has an Obligation.

I. "RTC" shall mean the Resolution Trust Corporation.

J. "Settled Obligation" shall mean a former Obligation which has been fully resolved and from which the debtor has been released in full by the FDIC or RTC. For purposes of this definition, a Settled Obligation includes a former Obligation fully resolved pursuant to a foreclosure proceeding, provided, however, that no outstanding deficiency (not released by the FDIC or RTC) remains after the foreclosure proceeding, regardless of whether the FDIC is entitled to enforce collection of such deficiency.

II. Potential Purchaser hereby certifies as follows:

1. Potential Purchaser is not an employee, or a Family Member of an employee, of the FDIC.

2. Neither Potential Purchaser nor any Associated Person is a person prohibited from purchasing assets under 12 U.S.C. Section 1821(p), a copy of which is attached hereto as Exhibit B.

3. Neither Potential Purchaser nor any Associated Person is an Obligor or an Associated Person of an Obligor.

4. Neither Potential Purchaser nor any Associated Person acting as an officer or director of the Depository Institution has been found in a final determination by a court or administrative tribunal, nor is alleged in a judicial or administrative action brought by the FDIC or any component of the government of the United States or of any state, in one or more transactions that resulted in an aggregate loss to the Depository Institution of more than \$50,000, taking into account any net proceeds from the sale of the collateral:

(i) To have violated any law, regulation, or order issued by a Federal banking agency, or breached or defaulted on a written agreement with a Federal banking agency, or breached a written agreement with an insured depository institution; or

(ii) To have engaged in an unsafe or unsound practice in conducting the affairs of the Depository Institution; or

(iii) To have breached a fiduciary duty owed to the Depository Institution.

5. Neither Potential Purchaser nor any Associated Person has engaged in any of the following:

(a) more than one transaction that was intended to cause a loss to the Depository Institution; or

(b) entering, as borrower, into more than one loan agreement with the Depository Institution, the making of which, in each case, was an unsafe or unsound action of the Depository Institution on the basis of facts that the borrower knew or should have known, and subsequently defaulting on the loans, in the aggregate amount of \$50,000 or more.

6. If Seller is offering financing and if Potential Purchaser seeks financing from Seller in connection with this Transaction, neither Potential Purchaser nor any Associated Person is a former Obligor or an Associated Person of a former Obligor who has a Settled Obligation or a debt or duty that has been released in part in connection with an agreement involving the forgiveness of indebtedness.

7. If the Potential Purchaser or any Associated Person is a Contractor that has performed services, relating to any of the assets proposed to be sold in this Transaction, then Potential Purchaser or Associated Person, as the case may be, has received a waiver from the Office of the Executive Secretary of the FDIC permitting Potential Purchaser to purchase the assets proposed to be sold in this Transaction.

8. If Potential Purchaser or any Associated Person is a former director or officer of a failed insured depository institution, the FDIC does not have an outstanding judgment or restitution order with which such Potential Purchaser or Associated Person is not in compliance.

9. Neither Potential Purchaser nor any Associated Person has been removed from, or prohibited from participating in, the affairs of the Depository Institution pursuant to any final enforcement action by a Federal banking agency (as defined at 12 U.S.C. 1813(q)).

10. (a) Potential Purchaser is not purchasing the assets in this Transaction on behalf of, or for resale or transfer to, a person or entity which it believes or has reason to believe would, if purchasing the assets directly, be unable to make the certifications set forth in paragraphs 1 through 9 above.

(b) Potential Purchaser is not purchasing the assets in this Transaction in a manner designed principally to circumvent the restrictions imposed by the certifications made herein.

The undersigned, if an individual, or the person signing on behalf of the undersigned, if other than an individual, hereby affirms that (i) the foregoing is true and correct to the best of the undersigned's knowledge and belief after reasonable investigation, (ii) the undersigned understands and acknowledges that the foregoing Certification and the truthfulness of the declarations made therein are a material inducement to Seller to enter into the Transaction, (iii) the undersigned understands and acknowledges that execution of the foregoing Certification does not entitle the undersigned to purchase the assets in this Transaction, which determination may be

made by the Seller in its sole discretion, and (iv) the undersigned has authorization to bind Potential Purchaser.

Notice Concerning Legal Action

Any person who knowingly or willfully makes false or fraudulent statements or disclosures in connection with this Certification will be referred to the Office of Inspector General and/or the appropriate law enforcement officials for investigation and legal enforcement, and may be subject to fines and/or imprisonment (18 U.S.C. § 1001, et seq).

IN WITNESS WHEREOF, the undersigned has executed this Certification as of the date set forth below.

POTENTIAL PURCHASER

[Print Name of Potential Purchaser]

Date: _____

[Signature]

[Print Name and Title of Authorized Signatory]

or

Date: _____

By: _____
[Signature]

[Print Name and Title of Authorized Signatory]

EXHIBIT A
TO PURCHASER ELIGIBILITY CERTIFICATION

A. Identification of Asset

1997 PCM1 Loan Sale

B. Capacity

List Of Institutions For Which FDIC Is Acting
As Receiver:

See Attachment A-1

Except As Set Forth Above, FDIC Is Acting In Its Corporate Capacity In Liquidation Of All
Banks the Assets of Which Are Involved In This Sale.

Attachment A-1

FIN	INSTITUTION NAME	CITY	ST	DATE FDIC APPOINTED RECEIVER
1208	VALLEY FS&LA	VAN NUYS	CA	4/10/92
1210	FIRST AMERICAN FSB	TUCSON	AZ	4/24/92
1213	FIRST FSB OF SOUTH DAKOTA	RAPID CITY	SD	4/24/92
1219	CIMARRON FEDERAL SAVINGS	MUSKOGEE	OK	5/23/93
1228	SAN CLEMENTE FSB	SAN CLEMENTE	CA	8/6/93
1229	THE OVERLAND PARK FS&LA	OVERLAND PARK	CA	8/13/93
1243	HOMEFED BANK, F.A.	SAN DIEGO	CA	12/3/93
1256	DELTA FSB	WESTMINSTER	CA	3/25/94
1279	GREAT AMERICAN FSA	SAN DIEGO	CA	5/13/94
1289	UNITED FSA OF IOWA	DES MOINES	IA	6/24/94
1296	GUARDIAN FSA	HUNTINGTON BEACH	CA	7/29/94
1300	WESTERN FSB	MARINA DEL RAY	CA	9/9/94
1308	CORNERSTONE BANK, FSB	MISSION VIEJO	CA	12/16/94
2117	FIRST FEDERAL S&LA	TOLEDO	OH	9/27/91
2180	PROGRESSIVE SAVINGS BANK	PASADENA	CA	3/13/92
2188	FAR WEST S & LA	NEWPORT BEACH	CA	3/20/92
2202	HOME SAVINGS ASSOCIATION	KANSAS	MO	3/27/92
2495	MONCOR BANK, N.A.	HOBBS	NM	8/30/85
4034	UTICA NATIONAL BANK & TRUST CO.	TULSA	OK	7/20/89
4066	FIRST STATE BANK	LIBERTY	TX	8/17/89
4105	CENTURY BANK	PHOENIX	AZ	10/19/89
4137	FIRST AMERICAN BANK AND TRUST	WEST PALM BEACH	FL	12/15/89
4180	THE SEAMAN'S BANK FOR SAVINGS, FSB	NEW YORK	NY	4/17/90
4186	CHAS SCHREINER BANK	KERRVILLE	TX	4/19/90
4194	TUCKER STATE BANK OF JACKSONVILLE	JACKSONVILLE	FL	5/4/90
4208	THE HUNTSVILLE NATIONAL BANK	HUNTSVILLE	TX	5/31/90
4211	HOME NATIONAL BANK OF MILFORD	MILFORD	MA	6/1/90
4213	NBC BANK - BOERNE, N.A.	BOERNE	TX	6/1/90
4215	NBC BANK - HOUSTON, N.A.	HOUSTON	TX	6/1/90
4217	NBC BANK - RIO GRANDE VALLEY, N.A.	MISSION	TX	6/1/90
4218	NBC BANK - SAN ANTONIO, N.A.	SAN ANTONIO	TX	6/1/90
4223	TEXAS NATIONAL BANK	EL PASO	TX	6/7/90
4224	RICHMARK BANK	HOUSTON	TX	6/7/90
4244	CAPITAL NATIONAL BANK	BRONX	NY	7/6/90
4245	MILFORD SAVINGS BANK	MILFORD	MA	7/6/90
4251	CONTINENTAL BANK	DALLAS	TX	7/26/90
4255	UNITED BANK OF WACO, NATIONAL ASSOCIATION	WACO	TX	8/2/90
4256	FIRST NATIONAL BANK OF CORPUS	CORPUS CHRISTI	TX	8/9/90

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4257	THE NATIONAL BANK OF WASHINGTON	WASHINGTON	DC	8/10/90
4258	FIRST PACIFIC BANK	BEVERLY HILLS	CA	8/10/90
4262	UNIVERSITY BANK, N.A.	NEWTON	MA	5/1/91
4285	BROOKLYN SAVINGS BANK	DANIELSON	CT	6/19/90
4286	FIRST AMERICAN BANK FOR SAVINGS	BOSTON	MA	10/19/90
4290	TRINITY NATIONAL BANK	BERBROOK	TX	11/2/90
4291	LONE STAR NATIONAL BANK	DALLAS	TX	11/02/90
4292	FREEDOM NATIONAL BANK OF NEW YORK	NEW YORK	NY	11/9/90
4300	NEW ENGLAND ALLBANK FOR SAVINGS	GARDNER	MA	12/12/90
4304	FIRST COMMERCIAL BANK OF FLORIDA	BOCA RATON	FL	12/14/90
4308	CAPITOL BANK & TRUST COMPANY	BOSTON	MA	12/28/90
4309	BANK OF NEW ENGLAND	BOSTON	MA	1/6/91
4310	CONNECTICUT BANK & TRUST CO., N.A.	HARTFORD	CT	1/6/91
4311	MAINE NATIONAL BANK	PORTLAND	ME	1/6/91
4317	BANK OF THE HILLS	AUSTIN	TX	1/31/91
4319	THE MERCHANTS BANK & TRUST COMPANY	NORWALK	CT	
4330	MANILA BANK	NORWALK	CT	3/8/91
4332	COOLIDGE CORNER CO-OPERATIVE BANK	BROOKLINE	MA	3/19/91
4336	THE LANDMARK BANK	HARTFORD	CT	3/28/91
4337	CITY BANK & TRUST	CLAREMONT	NH	3/29/91
4342	WHITNEY BANK & TRUST	HAMDEN	CT	4/12/92
4347	BOSTON TRADE BANK	BOSTON	MA	5/31/91
4352	MADISON NATIONAL BANK	WASHINGTON	DC	5/10/91
4353	MADISON NATIONAL BANK OF VIRGINIA	MCLEAN	VA	5/10/91
4358	THE FIRST NATIONAL BANK OF TOMS RIVER	TOMS RIVER	NJ	5/22/91
4363	GOLDOME	BUFFALO	NY	5/3/91
4365	WOBURN FIVE CENTS SAVINGS BANK	WOBURN	MA	6/7/91
4371	FIRST MUTUAL BANK FOR SAVINGS	BOSTON	MA	6/28/91
4380	SUBURBAN NATIONAL BANK	HILLSBOROUGH TOWNSHIP	NJ	7/26/91
4381	THE HOUSATONIC BANK & TRUST COMPANY	ANSONIA	CT	
4393	LOWELL INSTITUTION FOR SAVINGS	LOWELL	MA	8/30/91
4394	HILTON HEAD BANK & TRUST COMPANY, N.A.	HILTON HEAD	SC	8/30/91
4395	SUFFIELD BANK	SUFFIELD	CT	9/5/91
4398	BANK FIVE FOR SAVINGS	ARLINGTON	MA	9/20/91
4400	SOUTHEAST BANK, N.A.	MIAMI	FL	9/1/9/91
4411	AMOSKEAG BANK	MANCHESTER	NH	10/11/91

4413	CENTRAL BANK	MERIDEN	CT	10/18/91
4414	CONNECTICUT VALLEY BANK	CROMWELL	CT	10/16/91
4417	COOLIDGE BANK & TRUST COMPANY	BOSTON	MA	10/25/91
4423	COMMUNITY NATIONAL BANK & TRUST CO OF NY	NEW YORK CITY	NY	11/8/91
4430	GRANITE CO-OPERATIVE BANK	QUINCY	MA	12/12/91
4432	MERCHANTS NATIONAL BANK	LEOMINSTER	MA	12/13/91
4436	ASSURED THRIFT AND LOAN ASSOCIATION	SAN JUAN CAPISTRANO	CA	1/3/92
4441	BANCO NACIONAL, F.A.	HATO REY	PR	1/24/92
4442	CROSSLAND SAVINGS	BROOKLYN	NY	1/24/92
4444	SENTINEL BANK	HARTFORD	CT	1/31/92
4446	INDEPENDENCE BANK	LOS ANGELES	CA	1/30/92
4449	MERCHANT NATIONAL BANK	FORT MYERS	FL	2/7/92
4450	THE CENTRAL SAVINGS BANK	LOWELL	MA	2/14/92
4454	MISSION VIEJO NATIONAL BANK	MISSION VIEJO	CA	2/28/92
4457	NEW HERITAGE BANK	LAWRENCE	MA	3/6/92
4459	BROADWAY BANK & TRUST COPMANY	PATERSON	NJ	3/13/92
4461	THE BANK FOR SAVINGS	MALDEN	MA	3/20/92
4464	UNITED MERCANTILE BANK & TRUST CO., N.A.	PASADENA	CA	3/20/92
4467	VANGUARD SAVINGS BANK	HOLOYKE	MA	3/24/92
4471	SUMMIT NATIONAL BANK	TORRINGTON	CT	4/3/92
4472	BANK OF BEVERLY HILLS	BEVERLY HILLS	CA	4/3/92
4474	FAIRFIELD COUNTY TRUST COMPANY	STAMFORD	CT	4/9/92
4475	SOUTHSTATE BANK FOR SAVINGS	BROCKTON	MA	4/24/92
4478	SHORE BANK AND TRUST COMPANY	LYNN	MA	4/24/96
4483	FINANCIAL CENTER BANK, N.A.	SAN FRANCISCO	CA	5/4/92
4484	FIRST EXCHANGE BANK OF CAPE GIRARDEAU	CAPE GIRARDEAU	MO	5/7/92
4485	FIRST EXCHANGE BANK OF NORTH ST. LOUIS	FLORISSANT	MO	5/7/92
4487	JACKSON EXCHANGE BANK AND TRUST COMPANY	JACKSON	MO	5/7/92
4488	FIRST EXCHANGE BANK OF ST. LOUIS	ST. LOUIS	MO	5/7/92
4489	BROOKFIELD BANK	BROOKFIELD	CT	5/8/92
4490	MALDEN TRUST COMPANY	MALDEN	MA	5/15/92
4492	WORKINGMEN'S CO-OPERATIVE BANK	BOSTON	MA	5/29/96
4496	LANDMARK BANK FOR SAVINGS	WHITMAN	MA	6/12/92
4497	AMERICAN SAVINGS BANK	WHITE PLAINS	NY	6/12/92
4498	RIVERHEAD SAVINGS BANK	WHITE PLANS	NY	6/12/92
4500	OLYMPIC INTERNATIONAL BANK & TRUST CO.	BOSTON	MA	6/26/92
4507	MASSACHUSETTS BANK & TRUST CO.	BROCKTON	MA	7/31/92
4509	WINCHENDON SAVINGS BANK	WINCHENDON	MA	8/14/92
4511	THE UNION SAVINGS BANK	PATCHOGUE	NY	8/28/92

4520	THE HOWARD SAVINGS BANK	LIVINGSTON	NJ	10/2/92
4545	GUARANTY - FIRST TRUST CO.	WALTHAM	MA	11/13/92
4546	METRO NORTH STATE BANK	KANSAS CITY	MO	11/13/92
4550	MERCHANTS BANK	KANSAS CITY	MO	11/20/92
4551	BURRITT INTERFINANCIAL BANCORPORATION	NEW BRITAIN	CT	12/4/92
4552	HUNTINGTON PACIFIC THRIFT & LOAN	HUNTINGTON BEACH	CA	12/4/92
4553	HERITAGE BANK FOR SAVINGS	HOLYOKE	MA	12/4/92
4556	MERITOR SAVINGS BANK	PHILADELPHIA	PA	12/11/92
4558	EASTLAND SAVINGS BANK	WOONSOCKET	RI	12/11/93
4562	1ST NATIONAL BANK OF VERMONT	BRADFORD	VT	1/29/93
4565	JEFFERSON NATIONAL BANK	WATERTOWN	NY	2/26/92
4571	COLLEGE BLVD NATIONAL BANK	OVERLAND PARK	KS	4/2/93
4572	MIDLAND BANK OF KANSAS	MISSION	KS	4/2/93
4576	AMERICAN COMMERCE NATIONAL BANK	ANAHEIM	CA	4/30/93
4580	NEW ENGLAND SAVINGS BANK	NEW LONDON	CT	5/21/93
4583	CAPITAL BANK OF CALIFORNIA	LOS ANGELES	CA	6/18/93
4590	CITY THRIFT & LOAN ASSOCIATION	LOS ANGELES	CA	7/9/93
4592	FIDELITY NATIONAL BANK	HOUSTON	TX	7/22/93
4595	TARRANT BANK	FORT WORTH	TX	8/25/93
4601	MID CITY BANK NATIONAL ASSOCIATION	BREA	CA	10/21/93
4602	THE BANK OF SAN DIEGO	SAN DIEGO	CA	10/29/93
4603	CENTURY THRIFT AND LOAN	LOS ANGELES	CA	11/5/93
4606	MECHANICS NATIONAL BANK	PARAMOUNT	CA	4/1/94
4608	COMMERCIAL BANK & TRUST CO.	LOWELL	MA	5/6/94
4610	BANK OF HARTFORD	HARTFORD	CT	6/10/94
4611	PIONEER BANK	FULLERTON	CA	7/8/94
4613	BANK OF SAN PEDRO	LOS ANGELES	CA	7/15/94
4614	COMMERCE BANK	NEWPORT BEACH	CA	7/29/94
4615	WESTERN COMMUNITY BANK	CORONA	CA	7/29/94
4616	BANK OF NEWPORT	NEWPORT BEACH	CA	8/12/94
4617	CAPITAL BANK	DOWNEY	CA	8/26/94
4618	LUDLOW SAVINGS BANK	LUDLOW	MA	10/21/94
4619	GUARDIAN BANK	LOS ANGELES	CA	1/20/95
4620	FIRST TRUST BANK	ONTARIO	CA	3/3/95
4621	LOS ANGELES THRIFT AND LOAN ASSOCIATION	LOS ANGELES	CA	3/31/95
4623	FOUNDERS BANK	NEW HAVEN	CT	7/28/95
4624	PACIFIC HERITAGE BANK	TORRANCE	CA	7/28/95
4625	METROBANK OF PHILADELPHIA, N.A.	PHILADELPHIA	PA	3/8/96
4628	FAIRFIELD FIRST BANK & TRUST CO.	SOUTHPORT	CT	7/12/96
4629	COMMONWEALTH THRIFT AND LOAN	TORRANCE	CA	8/16/95
5908	WESTERN BANK - WESTHEIMER	HOUSTON	TX	10/1/87
5927	HARRIS COUNTY BANK, N.A.	HOUSTON	TX	2/25/88
5960	THE FIRST STATE BANK	ABILENE	TX	2/17/89

5963	FIRST SERVICE BANK FOR SAVINGS	LEOMINSTER	MA	3/31/89
5974	INDEPENDENT BANK - EAST N.A.	ROCKWALL	TX	6/30/89
6000	HEARTLAND FS&LA	PONCA CITY	OK	10/8/93
6001	UNION FEDERAL SAVINGS	LOS ANGELES	CA	8/9/96
6896	FIRST STATE BANK	BLANCHARD	OK	8/13/87
6932	CARVER S&LA	ESCONDIDO	CA	1/27/89
7032	WESTERN S&L	PHOENIX	AZ	5/31/.90
7083	OCCIDENTAL/NEBRASKA FSB	OMAHA	NE	6/22/90
7090	DENTON FS&LA	DENTON	TX	6/22/90
7119	GIBRALTAR SAVINGS, F.A.	SIMI VALLEY	CA	6/29/90
7187	MERCURY SAVINGS	HUNTINGTON BEACH	CA	9/21/90
7201	MERABANK FSB	PHOENIX	AZ	9/28/90
7202	FIRST FS&LA OF CENTRAL INDIANA	ANDERSON	IN	10/5/90
7203	MIDWEST FEDERAL S&L	MINNEAPOLIS	MN	10/5/90
7260	PEOPLES FS&LA	BARTESVILLE	OK	12/14/90
7274	MID KANSAS S&LA, F.A.	WICHITA	KS	2/15/91
7280	ABQ BANK, A FSB	ALBUQUERQUE	NM	3/1/91
7297	CLYDE FS&LA	NORTH RIVERSIDE	IL	5/31/91
7400	SANTA BARBARA S&LA	SANTA BARBARA	CA	8/9/91
7415	MERCHANTS & MERCHANTS FSB	SPRINGFIELD	OH	8/23/91
7439	COLUMBIA S&LA	BEVERLY HILLS	CA	9/13/91
7529	MAINLAND	HOUSTON	TX	4/4/86
7543	SUNRISE/BEACH FEDERAL	BOYNTON BEACH	FL	9/12/86
7544	HOMESTEAD/MIDFIRST SLA	WOODWARD	OK	10/10/86
7546	GUARANTY FEDERAL	CASPER	WY	12/12/86
7555	SUMMIT S&LA/UNITED S&LA	PARK CITY	UT	4/10/87
7557	CENTENNIAL/CITIZENS FEDERAL	SANTA ROSA	CA	4/24/87
7561	VERNON FSLA/MONFORT SA	DALLAS	TX	11/19/87
7563	FIRST SAVINGS ASSOC. OF EAST TEXAS	HOUSTON	TX	1/15/88
7564	TERRITORY SLA/COMMERCIAL	SEMINOLE	OK	1/29/88
7565	CITIZEN SLA/FREEDOM FEDERAL	SALEM	OR	1/29/88
7569	INVESTORS SLA/MIDWEST FEDERAL	EL RENO	OK	3/25/88
7570	UNITED FSLA/MIDWEST FEDERAL	DURANT	OK	3/25/88
7576	AMERICAN DIVERSIFIED	COSTA MESA	CA	6/6/88
7579	VICTOR/CIMARRON	MUSKOGEE	OK	7/29/88
7589	KYE S&LA/COMMERCIAL FEDERAL	ENGLEWOOD	CA	11/18/88
7600	STATE - LUBBOCK	LUBBOCK	TX	12/1/89
7601	SUNBELST	DALLAS	TX	12/1/89
7602	FIRST MADISON (FIRST GIBRALTAR) SWO 21	DALLAS	TX	12/1/89
7657	CITICORP (C207)	CHICAGO	IL	8/9/89
7670	AMERICAN FEDERAL (SW004)	DALLAS	TX	8/9/89
7679	AMERICITY (SOUTHWEST 018)	DALLAS	TX	11/21/91
7686	AMWEST SAVINGS (SWO17)	OLNEY	TX	6/15/93
7688	DOWNEY S&LA (C-356)	NEWPORT BEACH	CA	11/1/93
7689	FIRST HEIGHTS BANK, FSB (SWO13)	HOUSTON	TX	12/25/93

7690	COASTAL BANC SA (SW001)	HOUSTON	TX	12/30/93
7691	GUARANTY FSB (SWO15)	DALLAS	TX	12/23/93
7692	BANK UNITED OF TX, FSB (SWO25)	HOUSTON	YX	12/23/93
7694	BLUE BONNET SB (SWO20)	DALLAS	TX	1/21/94
7695	SILVERADO REMIC	DENVER	CO	1/21/94
7697	TEXAS TRUST (SWO23)	LLANO	TX	2/22/94
7698	UNION FSB	INDIANPOLIS	IN	3/14/94
7700	CALIFORNIA FS&LA (C-392)	LOS ANGELES	CA	4/1/94

EXHIBIT B
TO PURCHASER ELIGIBILITY CERTIFICATION

Text of 12 U.S.C. 1821(p)
(in relevant part)

Certain sales of assets prohibited.

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(2) Convicted debtors

Except as provided in paragraph (3), any person who -

(A) has been convicted of an offense under section 215, 656, 657, 1005, 1006, 1007, 1008, 1014, 1032, 1341, 1343, or 1344 of Title 18 or of conspiring to commit such an offense, affecting any insured depository institution for which any conservator or receiver has been appointed; and

(B) is in default on any loan or other extension of credit from such insured depository institution which, if not paid, will cause substantial loss to the institution, any deposit insurance fund, the Corporation, the FSLIC Resolution Fund, or the Resolution Trust Corporation,

may not purchase any asset of such institution from the conservator or receiver.

(3) Settlement of claims

Paragraphs (1) and (2) shall not apply to the sale or transfer by the Corporation of any asset of any insured depository institution to any person if the sale or transfer of the asset resolves or settles, or is part of the resolution or settlement, of --

(A) 1 or more claims that have been, or could have been asserted by the Corporation against the person; or

(B) obligations owed by the person to any insured depository institution, the FSLIC Resolution Fund, the Resolution Trust Corporation, or the Corporation.

(4) Definition of default

For purposes of this subsection, the term "default" means a failure to comply with the terms of a loan or other obligation to such an extent that the property securing the obligation is foreclosed upon.

